

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**DECLARATION OF LEWIS KRUGER IN SUPPORT OF
THE DEBTORS' TENTH OMNIBUS CLAIMS OBJECTION**

I, Lewis Kruger, being duly sworn, state the following under penalty of perjury:

1. I am the Chief Restructuring Officer of the debtors and debtors in possession in the above-captioned chapter 11 case (collectively, the "Debtors"). I submit this declaration in support of the Debtors' Tenth Omnibus Claims Objection objecting to facially defective and time-barred securities claims.

2. Since September 2008, residential mortgage-backed securities ("RMBS") investors have filed dozens of lawsuits asserting claims against the Debtors and their affiliates under Section 11 and 12(a)(2) of the Securities Act of 1933 and under state securities and common law.

3. I am informed and believe that several RMBS investors have entered into agreements with the Debtors or their affiliates tolling the applicable limitations periods for those investors' securities claims.

4. I am informed and believe that none of the investors who filed the Disputed Claims ever commenced an action against the Debtors in connection with their RMBS investments. Nor did any of those investors enter into tolling agreements with the Debtors or otherwise assert their claims.

5. I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
July 1, 2013

/s/ Lewis Kruger

Lewis Kruger